



**ANDREW M. CUOMO**  
Governor

**SUSAN G. ROSENTHAL**  
President & CEO

**BOARD OF DIRECTORS**

RuthAnne Visnauskas, Chair, Commissioner of NYSHCR  
Robert F. Mujica Jr., Director of Budget  
David Kraut  
Howard Polivy  
Michael Shinozaki

**MINUTES OF THE JUNE 25, 2019 MEETING OF THE  
ROOSEVELT ISLAND OPERATING CORPORATION BOARD OF DIRECTORS**

A meeting of the Board of Directors was held at the Cultural Center Theater, 548 Main Street, Roosevelt Island, New York, on June 25, 2019 at 5:35 p.m.<sup>1</sup>

**Directors Present:**

Alejandro J. Valella	Representing RuthAnne Visnauskas, RIOC Chair and Commissioner, the New York State Division of Housing and Community Renewal
Monique Reeser	Representing Robert F. Mujica, Director, the State of New York Division of Budget
Conway Ekpo	Director
Jeffrey Escobar	Director
David Kapell	Director
David Kraut	Director
Howard Polivy	Director

**Directors Absent:**

Michael Shinozaki	Director
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**Officers and Staff Attending:**

Susan G. Rosenthal	President/Chief Executive Officer
Shelton J. Haynes	Vice President /Chief Operations Officer
John O'Reilly	Vice President/Chief Financial Officer
Jonna Carmona-Graf	Assistant Vice President/ Capital Planning & Projects
Arthur G. Eliav	Associate General Counsel
Muneshwar Jagdharry	Comptroller
Terrence McCauley	Public Information Officer
Lada Stasko	Assistant General Counsel

**Other Participants:**

Barbara B. Brown	Partner, Carter Ledyard & Milburn LLP
Patrick E. Ijiogbe	Design/Construction Manager, Recovery & Resiliency Program, MTA
Douglas Zimmerman	Partner, EFPR Group, CPAs, PLLC

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<sup>1</sup> The RIOC Board Meeting commenced following a public comment period. The public comment period was not part of the meeting.

1 Chair's Designee Mr. Valella called the Board meeting to order at 5:35 p.m. The roll was  
2 called and a quorum found to be assembled and present.

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5 **APPROVAL OF MINUTES**

6  
7 The first item of business was the approval of the minutes of the May 9, 2019 meeting of  
8 the RIOC Board of Directors. The proposed draft of the May 9, 2019 Board meeting minutes had  
9 been previously distributed to all Board members for their consideration.

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11 Upon a motion duly made, seconded and carried by five votes in favor (Mr. Valella, Ms.  
12 Reeser, Mr. Ekpo, Mr. Kraut and Mr. Polivy), and two abstentions (Mr. Escobar and Mr. Kapell),  
13 the minutes were **APPROVED** and ordered filed.

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16  
17 **NEW BUSINESS ITEM #1**

18  
19 The first item of new business was the authorization of Seventh Amendment to Manhattan  
20 Park Lease.

21  
22 Ms. Barbara Brown, Partner at Carter Ledyard & Milburn LLP, discussed the need for the  
23 Seventh Amendment to the Manhattan Park Lease. Ms. Brown explained the proposed revisions  
24 to the rent re-set provisions for the "Third Period" of the lease to begin in the year 2028. She stated  
25 that the rate of return was the subject of a lot of negotiations between the parties. The appraisal  
26 submitted by Tenant suggested a rate of return between 1.5% and 2%, leading Tenant to request a  
27 1.75% rate of return during the course of negotiations. The 2.75% rate of return ultimately agreed  
28 upon was at the higher end of the range suggested by RIOC's real estate consultants, and took into  
29 account the fact that, while the appraised value included both the land and buildings, the buildings  
30 were constructed and maintained by Tenant, not RIOC.

31  
32 Upon a motion duly made, seconded and carried by six votes in favor (Mr. Valella, Ms.  
33 Reeser, Mr. Ekpo, Mr. Kapell, Mr. Kraut and Mr. Polivy), and one abstention (Mr. Escobar), the  
34 following resolution was **ADOPTED**:

35  
36 **RESOLUTION**

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38 **AUTHORIZATION OF SEVENTH AMENDMENT TO MANHATTAN PARK LEASE**

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41 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State  
42 of New York, as follows:

43  
44 Section 1. that the Seventh Amendment to the Manhattan Park Lease, upon such terms  
45 and conditions substantially similar to those outlined in the Memorandum  
46 from Susan G. Rosenthal to Board of Directors dated May 20, 2019,  
47 attached hereto, is hereby authorized;



1 Mr. Polivy noted that this item was reviewed by the Audit Committee on June 18, 2019.

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3 Upon a motion duly made, seconded and carried by five votes in favor (Mr. Valella, Ms.  
4 Reeser, Mr. Kraut, Mr. Polivy and Mr. Kapell), and two abstentions (Mr. Escobar and Mr. Ekpo),  
5 the following resolution was ADOPTED:

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7 **RESOLUTION**

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9 **APPROVAL OF ANNUAL REPORT**  
10 **FOR FISCAL YEAR ENDING MARCH 31, 2019**

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13 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State  
14 of New York, as follows:

15  
16 Section 1. that the Annual Report for fiscal year ending March 31, 2019, annexed  
17 hereto, is hereby approved and may be submitted to the Governor, the  
18 chairman and ranking minority member of the Senate Finance Committee,  
19 the chairman and ranking minority member of the Assembly Ways and  
20 Means Committee, the State Comptroller, the Authorities Budget Office,  
21 and any other governmental entity as required by law;

22  
23 Section 2. that the President/Chief Executive Officer or her designee is hereby  
24 authorized to take such actions and execute such instruments as deemed  
25 necessary to effectuate the foregoing;

26  
27 Section 3. that this resolution shall take effect immediately.

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29 \* \* \*

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31 **NEW BUSINESS ITEM #5**

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33 The fifth item of new business was the approval of Report on Procurement Contracts for  
34 Fiscal Year Ending March 31, 2019.

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36 Mr. Jagdharry stated that the Board had reviewed the Report on Procurement Contracts  
37 before as quarterly procurement reports. He noted that the Report on Procurement Contracts was  
38 discussed at the Audit Committee meeting and recommended its approval by the Board.

39  
40 Mr. Polivy noted that the Audit Committee reviewed all of their reports required by the  
41 Public Authorities Law on June 18, 2019.

42  
43 Upon a motion duly made, seconded and carried by five votes in favor (Mr. Valella, Ms.  
44 Reeser, Mr. Kapell, Mr. Kraut, and Mr. Polivy), and two abstentions (Mr. Escobar and Mr. Ekpo),  
45 the following resolution was ADOPTED:

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**RESOLUTION**

APPROVAL OF REPORT ON PROCUREMENT  
CONTRACTS FOR FISCAL YEAR ENDING MARCH 31, 2019

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**RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State of New York, as follows:

Section 1. that the report of procurement contracts for fiscal year ending March 31, 2019 (the “Procurement Contract Report”) and the Guidelines Regarding the Use, Awarding, Monitoring and Reporting of Procurement Contracts, annexed hereto, are hereby approved, and the Procurement Contract Report may be submitted to the Division of the Budget, the Department of Audit and Control, the Senate Finance Committee, the Assembly Ways and Means Committee, and the Department of Economic Development, and any other governmental entity as required by law;

Section 2. that the President/Chief Executive Officer or her designee is hereby authorized to take such actions and execute such instruments as deemed necessary to effectuate the foregoing;

Section 3. that this resolution shall take effect immediately.

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**NEW BUSINESS ITEM #6**

The sixth item of new business was the approval of Report on Investments for Fiscal Year Ending March 31, 2019.

Mr. Jagdharry noted that the report is being presented for Board approval per Section 2925 of the Public Authorities Law. He stated that the report assesses the Corporation’s compliance with the law and its investment guidelines. Mr. Jagdharry stated that RIOC’s auditors found the Corporation to comply with those requirements. He recommended the Report for Board approval.

Upon a motion duly made, seconded and carried by five votes in favor (Mr. Valella, Ms. Reeser, Mr. Kapell, Mr. Kraut, and Mr. Polivy), and two abstentions (Mr. Escobar and Mr. Ekpo), the following resolution was ADOPTED:

**RESOLUTION**

APPROVAL OF REPORT ON INVESTMENTS  
FOR FISCAL YEAR ENDING MARCH 31, 2019

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**RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State of New York, as follows:





1 phases 1 and 2 will be independent of each other. Ms. Carmona-Graf recommended the contract  
2 with Sea Crest for Octagon Comfort Station & Site Work for Board approval.

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4 Upon a motion duly made, seconded and carried by six votes in favor (Mr. Valella, Ms.  
5 Reeser, Mr. Escobar, Mr. Kapell, Mr. Kraut and Mr. Polivy), and one abstention (Mr. Ekpo), the  
6 following resolution was ADOPTED:

7  
8 **RESOLUTION**

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10 **AUTHORIZATION TO ENTER INTO CONTRACT WITH SEA CREST CONSTRUCTION**  
11 **CORP. FOR OCTAGON COMFORT STATION & SITE WORK**  
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13  
14 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State  
15 of New York (“RIOC”), as follows:

16  
17 Section 1. that RIOC is hereby authorized to enter into contract with Sea Crest  
18 Construction Corp. for Octagon Comfort Station and Site work, upon such  
19 terms and conditions substantially similar to those outlined in the  
20 Memorandum from Jonna Carmona-Graf to RIOC Board of  
21 Directors/Susan G. Rosenthal dated June 25, 2019, attached hereto;

22  
23 Section 2. that the President/Chief Executive Officer or her designee is hereby  
24 authorized to take such actions and execute such instruments as she deems  
25 necessary to effectuate the foregoing; and

26  
27 Section 3. that this resolution shall take effect immediately.

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31 **NEW BUSINESS #10**

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33 The tenth item of new business was the authorization to enter into contract with Apple  
34 Restoration & Waterproofing, Inc. (“Apple Restoration”), for the Blackwell House Exterior  
35 Repairs Project.

36  
37 Ms. Carmona-Graf explained the nature of the work that needs to be completed. She briefly  
38 discussed the procurement process noting that Apple Restoration had received the highest score  
39 and was the lowest-cost bidder. Ms. Carmona-Graf further emphasized that Apple Restoration has  
40 extensive experience working on landmark structures throughout the City. In response to a  
41 question from Mr. Valella, Ms. Carmona-Graf explained that the fee component was given a  
42 relatively low priority to ensure that a highly-qualified contractor was working on this landmark  
43 structure. She further noted that the work is expected to be completed in three months.

44  
45 Upon a motion duly made, seconded and carried by six votes in favor (Mr. Valella, Ms.  
46 Reeser, Mr. Escobar, Mr. Kapell, Mr. Kraut and Mr. Polivy), and one abstention (Mr. Ekpo), the  
47 following resolution was ADOPTED:

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**RESOLUTION**

AUTHORIZATION TO ENTER INTO CONTRACT WITH APPLE RESTORATION &  
WATERPROOFING, INC. FOR BLACKWELL HOUSE EXTERIOR REPAIRS PROJECT

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**RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State of New York (“RIOC”), as follows:

Section 1. that RIOC is hereby authorized to enter into contract with Apple Restoration & Waterproofing, Inc. for Blackwell House exterior repairs project, upon such terms and conditions substantially similar to those outlined in the Memorandum from Jonna Carmona-Graf to Susan G. Rosenthal/Board of Directors dated June 20, 2019, attached hereto;

Section 2. that the President/Chief Executive Officer or her designee is hereby authorized to take such actions and execute such instruments as she deems necessary to effectuate the foregoing; and

Section 3. that this resolution shall take effect immediately.

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**NEW BUSINESS #2**

The second item of new business was the authorization of the First Amendment to Sublease with the New York City Transit Authority for use of Strecker Lab.

Ms. Carmona-Graf briefly explained the nature of the Amendment to Sublease for the use of Strecker Lab for flood mitigation improvements.

Mr. Patrick E. Ijiogbe, Design/Construction Manager of the Recovery & Resiliency Program at the MTA, explained in detail the MTA New York City Transit (“NYCT”) plans to construct platforms and place emergency generators that will provide an additional source of power during a Category 2 storm. He noted that the generator housing facility would create an above-ground addition that measures approximately 716.92 square feet. NYCT also plans to plant trees as landscaping buffers near the generator housing.

In response to inquiries and concerns voiced by several Board Members, Mr. Vallela stated that the structural design should be brought back to the Board for approval.

Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Vallela, Ms. Reeser, Mr. Ekpo, Mr. Escobar, Mr. Kapell, Mr. Kraut, and Mr. Polivy), the following resolution was ADOPTED:

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**RESOLUTION**

AUTHORIZATION OF FIRST AMENDMENT TO SUBLEASE WITH  
THE NEW YORK CITY TRANSIT AUTHORITY FOR USE OF STRECKER LAB

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**RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State of New York, as follows:

Section 1. that the First Amendment to the Sublease with the New York City Transit Authority for Use of Strecker Lab, upon such terms and conditions substantially similar to those outlined in the Memorandum from Jonna Carmona-Graf to Susan G. Rosenthal/Board of Directors dated June 21, 2019, attached hereto, is hereby authorized;

Section 2. that the President/Chief Executive Officer or her designee is hereby authorized to take such actions and execute such instruments as she deems necessary to effectuate the foregoing; and

Section 3. that this resolution shall take effect immediately.

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**PRESIDENT’S REPORT**

Ms. Rosenthal welcomed three new Board Members: Messrs. Conway Ekpo, Jeffrey Escobar and David Kapell. She noted that the new Board Members, were confirmed by the New York State Senate only days before the Board meeting; therefore, the new Board Members had very little time to review the meeting materials. Ms. Rosenthal assured the new Board Members that going forward they will receive materials with more advance notice. Ms. Rosenthal noted that there is still one more vacancy on the Board. She emphasized that several attempts were made to get a recommendation from the New York City Mayor’s Office, which is what the vacant position requires. However, to date these attempts have not been successful.

Ms. Rosenthal then provided updates on RIOC’s current projects. Regarding the Motorgate construction project, Ms. Rosenthal noted that the contractor has mobilized on site installing, fencing, safety mesh, temporary power, water blasting of the expansion joints and other removals. LiRo is acting as project manager, and their staff are OSHA certified. Ms. Rosenthal further noted that the electric vehicle stations report is due from the consultant by the end of the week.

Ms. Rosenthal noted the Hope Memorial sculpture agreement between RIOC and NYC was submitted to NYC Comptroller for approval. She further noted that the construction RFP will be issued in July.

Ms. Rosenthal noted that the Octagon Soccer Field contract work is on schedule. The contractor is currently working on drainage improvements, and the synthetic turf carpet is being fabricated. The goal is to start work in July on the next phase.



1 REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE

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3 The Real Estate Development Advisory Committee did not meet.

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7 **PUBLIC SAFETY REPORT**

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9 Chair's Designee Mr. Valella noted that the Public Safety Report was included in the Board  
10 package.

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14 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella,  
15 Ms. Reeser, Mr. Ekpo, Mr. Escobar, Mr. Kapell, Mr. Kraut, and Mr. Polivy), the meeting was  
16 adjourned at 7:10 p.m.

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Susan G. Rosenthal, President/CEO